

## CITE THIS BOOK

with page and line numbers as  
in the following example:

RONR (10<sup>th</sup> ed.), p. 350, l. 16-17

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# ROBERT'S RULES OF ORDER NEWLY REVISED

10TH EDITION



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JOHNSON CITY PUBLIC LIBRARY  
100 WEST MILLARD STREET  
JOHNSON CITY, TN 37604

PERSEUS PUBLISHING  
*Cambridge, Massachusetts*

- 1 8. Whether it can be reconsidered. (A main motion can.)

The standard descriptive characteristics of the main motion are more fully stated in 10, and those of the other parliamentary motions are given in 11–37. In addition, key facts with regard to Standard Descriptive Characteristics 1 and 2 are shown in Chart I, tinted pages 3–5, and with regard to Standard Descriptive Characteristics 3 through 8 are shown in Chart II, tinted pages 6–29.

- 10 Additional background for the detailed treatment of the motions in 10–37 is provided by the discussion of the topics “meeting” and “session” in 8 and 9.

## MEETING AND SESSION

### §8. MEETING, SESSION, RECESS, ADJOURNMENT

#### Explanation of Terms

In an assembly, as alluded to above on pages 2–3 and 24, each event of the members’ being assembled to transact business constitutes a separate *meeting*; but the complete unit of engagement in proceedings by the assembly is a *session*, which (in the general case covering all types of assemblies) consists of one or more connected meetings. The term *session* is a fundamental concept entering into many important parliamentary rules.

In parliamentary law and as understood in this book, the terms defined below have distinct meanings:

- A *meeting* of an assembly is a single official gathering of its members in one room or area to transact business for a length of time during which there is no cessation of proceedings and the members do not separate, unless for a short *recess*, as defined below. (For modification of

- 1 the "one-room-or-area" requirement when the bylaws  
authorize meeting by videoconference or teleconfer-  
ence, see pages 482-83.) Depending on the business to  
5 be transacted, a meeting may last from a few minutes to  
several hours. (See footnote, p. 2, with respect to the  
impracticability of attempting to conduct business by  
written communication.)
- A *session* of an assembly, unless otherwise defined by the  
10 bylaws or governing rules of the particular organization  
or body, is a meeting or series of connected meetings  
devoted to a single order of business, program, agenda,  
or announced purpose, in which—when there is more  
than one meeting—each succeeding meeting is sched-  
15 uled with a view to continuing business at the point  
where it was left off at the previous meeting (see also  
discussion of distinction between recess and adjourn-  
ment, p. 83).
  - A *recess*, strictly speaking, is a short intermission or  
20 break within a meeting that does not end the meeting  
or destroy its continuity as a single gathering, and after  
which proceedings are immediately resumed at the  
point where they were interrupted. During the recess,  
members may leave the hall or room in which the meet-  
25 ing is being held, but they are expected to remain  
nearby. A recess frequently has a purpose connected  
with the business of the meeting itself—such as to count  
ballots, to permit consultation among members, or the  
like. (For the motion to *Recess*, see 20.)
  - A meeting is said to *stand at ease* if the chair, without  
30 objection, simply permits a brief pause, without a de-  
claration of recess. In such a case there is technically no  
interruption of the meeting, and members remain in  
their places. Quiet conversation among neighboring  
members may take place, but it must cease immedi-  
35 ately when the chair declares the meeting again in

- order or any member objects to continuing to stand at  
ease.
- An *adjournment* (that is, the act of the assembly's ad-  
journing) terminates a meeting; it may also end the ses-  
5 sion. If another meeting to continue the same business  
or order of business has been set for a definite time (or  
to be "at the call of the chair"), the adjournment does  
not end the session. (See also pp. 90-91 for the use of  
the word *adjournment* as applied to an *adjourned meet-*  
10 *ing*; for the motion to *Adjourn* see 21.)
  - The term *adjournment sine die*\* (or *adjournment with-*  
15 *out day*) usually refers to the close of a session of several  
meetings: (a) where the adjournment dissolves the as-  
sembly—as in a series of mass meetings or in an annual  
or biennial convention for which the delegates are sep-  
20 arately chosen for each convention; or (b) where, unless  
called into special session, the body will not be con-  
vened again until a time prescribed by the bylaws or  
constitution—as in the case of a session of a legislature.  
In cases where the words *sine die* are applicable, they  
25 may be, but are not always, mentioned in the motion to  
adjourn or the chair's declaration of the adjournment.

### Interrelation of the Concepts

25  
NUMBER OF MEETINGS IN A SESSION. The  
length of a session or the number of meetings included  
within it varies depending on the type of assembly.

In a permanent society whose bylaws provide for regu-  
lar weekly, monthly, or quarterly meetings that go through  
30 an established order of business in a single afternoon or  
evening, each "meeting" of this kind normally completes a  
separate session—unless the assembly at such a meeting

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\*Pronounced SIGN-ee- DYE-ee.

1 standing rule can be adopted by a majority vote at any ses-  
 sion and continues in force until it is rescinded or  
 amended, such a rule does not interfere materially with the  
 freedom of a later session, since it can be suspended for the  
 5 duration of any session (but not for longer) by a majority  
 vote.

*Bylaws*, on the other hand—and *special rules of order*,  
 which *do* deal with parliamentary procedure—contain the  
 provisions that are expected to have stability from session  
 10 to session, and to represent the judgment of the whole so-  
 ciety as distinguished from the members voting at any par-  
 ticular session. These rules therefore require both  
 previous notice and a two-thirds vote for amendment  
 (with a vote of a majority of the entire membership as an  
 15 allowable alternative); and rules of order require a two-  
 thirds vote for suspension, while bylaws cannot be sus-  
 pended.

RELATION OF A SESSION'S FREEDOM TO THE  
 20 RENEWABILITY OF MOTIONS. The conditions  
 under which a motion can be *renewed*—that is, can be in-  
 troduced as if new after having previously been made and  
 disposed of without adoption—are closely related to the  
 freedom of each new session, and to the distinction be-  
 25 tween a meeting and a session. As stated in 38 and on page  
 82, the same or substantially the same question cannot be  
 brought up a second time during the same session except  
 by means of the parliamentary motions that bring a ques-  
 tion again before the assembly. At any later session, on the  
 30 other hand, any motion that is still applicable can normally  
 be renewed unless it has *come over from the previous session*  
 (by one of the four procedures mentioned on page 88  
 under *Regular Meeting*, below) as *not finally disposed of*  
 (see also 38, where the renewal of motions is fully dis-  
 35 cussed).

RELATION OF A SESSION'S FREEDOM TO LIM-  
 ITATION ON APPOINTMENT AS CHAIRMAN PRO  
 TEM. If the assembly is to elect a chairman pro tem to  
 hold office beyond the current session (in the event of ill-  
 5 ness or disability of both the regular presiding officer and  
 his alternate), notice must be given at the preceding meet-  
 ing or in the call of the meeting that elects him. One ses-  
 sion cannot interfere with the freedom of each new session  
 to choose its own chairman pro tem except by an election  
 held with previous notice (pp. 116–18). 10

## §9. PARTICULAR TYPES OF BUSINESS MEET- 15 INGS

### Regular Meeting

The term *regular meeting* (or *stated meeting*) refers to the  
 periodic business meeting of a permanent society, local  
 branch, or board, held at weekly, monthly, quarterly, or simi-  
 20 lar intervals, for which the day (as, “the first Tuesday of each  
 month”) should be prescribed by the bylaws and the hour  
 should be fixed by a standing rule of the society. If, instead, an  
 organization follows the practice of scheduling the dates of its  
 regular meetings by resolution, notice must be sent to all  
 25 members in advance of each regular meeting, and the number  
 of days’ notice required should be prescribed by the bylaws (p.  
 558). Each regular meeting normally completes a separate ses-  
 sion, as explained on pages 81–82 (see *Adjourned Meeting*,  
 pp. 90–91 below, however). Some societies have frequent  
 30 meetings for social or cultural purposes at which business may  
 be transacted, and also hold a session every month or quarter  
 especially for business. In such societies, the term *regular*  
*meeting* applies particularly to the regular business session.

Important rules relating to the continuance of a ques-  
 35 tion from one session to the next depend on whether *no*

- 1 *more than a quarterly time interval* intervenes between the two sessions. In this book, two consecutive sessions are understood to be separated by no more than a quarterly time interval if the second session occurs at any time during the calendar month three months later than the calendar month in which the first session was held. For example, with reference to a session held at any time during the month of January, no more than a quarterly time interval has intervened since the most recent previous session if that session was held on or after October 1<sup>st</sup> of the preceding calendar year; and no more than a quarterly time interval will intervene until the next session if that session will be held on or before April 30<sup>th</sup> of the current year.

- When two consecutive business sessions of an organization are not separated by more than a quarterly time interval, there are four processes by which a main question can go over from the earlier session to the next one, as a motion *temporarily but not finally disposed of* that is thus said to remain *within the control of the assembly*: (1) by being postponed or made a special order (14, 41); (2) by lying on the table (17); (3) by being the subject of a motion to *Reconsider* that has been made and seconded at a time when it could not be considered, and that has not been *called up* (37); and (4) by being referred to a committee with instructions to report at a later session (13). In cases where the next session will not be held until after more than a quarterly time interval has elapsed, the only means by which a motion can go over to another session is by referral to a committee\* (see also pp. 329–30).

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\*It should be noted that if some, but not all, of an organization's regular business sessions are separated by no more than quarterly time intervals, it is only between meetings which are that close together that a question can go over from one session to the next by any means other than referral to a committee. If a society holds regular monthly business

Any business that falls within the objects of the society as defined in its bylaws (or, in the case of a board, any business within the authority of the board) can be transacted at any regular meeting (provided that the parliamentary rules relating to action already taken, or to matters not finally disposed of and remaining within the control of the assembly, are complied with in cases where they apply; compare pp. 106–108; see also 35 and 38).

### Special Meeting

A *special meeting* (or *called meeting*) is a separate session of a society held at a time different from that of any regular meeting, and convened only to consider one or more items of business specified in the call of the meeting. Notice of the time, place, and exact purpose of the meeting must be mailed to all members a reasonable number of days in advance. The reason for special meetings is to deal with important matters that may arise between regular meetings and that urgently require action by the society before the next regular meeting. As in the case of a regular meeting, the session of a special meeting in an ordinary society is normally concluded in a single meeting, unless the assembly at the special meeting schedules an adjourned meeting (see below).

The section of the bylaws that authorizes the calling of special meetings (without which special meetings cannot properly be called; see p. 558) should prescribe:

- 1) by whom such a meeting is to be called—which provision is usually in the form of a statement that the presi-

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meetings from September through May, for example, but does not meet during the summer, a question can be postponed until the next meeting at any of the meetings from September through April, but such a question cannot be postponed at the May meeting until the September meeting.

- 1 dent (or, in large organizations, the president with the approval of the board) can call a special meeting, and that he shall call a special meeting at the written request of a specific number of members; and
- 5 2) the number of days' notice required. Unless otherwise provided in the bylaws, the number of days is computed by counting all calendar days (including holidays and weekends), excluding the day of the meeting but including the day of the mailing.

10

The presiding officer directs the secretary to mail the notice of the special meeting to all members at the society's expense in compliance with the bylaws no later than the required number of days in advance, making sure that it contains all the necessary information.

15

With the exception of motions that relate to procedure without direct reference to a particular substantive item of business,\* only business mentioned in the call of a special meeting can be transacted at such a meeting. If, at a special

20 meeting, it becomes urgent in an emergency to take action for which no notice was given, that action, to become legal, must be ratified (see pp. 118-20) by the organization at a regular meeting (or, if ratification also cannot wait, at another special meeting properly called for that purpose).

25

### Adjourned Meeting

An *adjourned meeting* is a meeting in continuation of the session of the immediately preceding regular or special

30 meeting. The name *adjourned meeting* means that the meeting is scheduled for a particular time (and place, if it is not otherwise established) by the assembly's "adjourning to" or "adjourning until" that time and place. If a reg-

\*Motions covering such cases are *incidental main motions* relating to procedure. See p. 96, l. 27-28.

ular meeting or a special meeting is unable to complete its work, an adjourned meeting can be scheduled for later the same day or some other convenient time before the next regular meeting, by the adoption (as applicable) of a main or a privileged motion to fix the time to which to adjourn, or a main motion to adjourn until the specified time (see 21, 22). In such a case, the adjourned meeting is sometimes spoken of as "an adjournment of" the regular or special meeting. This usage should not be confused with the act of adjourning.

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5

10

When common expressions such as "regular [or "stated"] meeting," "special [or "called"] meeting," and "annual meeting" (see below) are used in the bylaws, rules, or resolutions adopted by an organization, the word *meeting* is understood to mean *session* in the parliamentary

15 sense, and therefore covers all adjourned meetings.

15

An adjourned meeting takes up its work at the point where it was interrupted in the order of business or in the consideration of the question that was postponed to the adjourned meeting, except that the minutes of the preceding

20 meeting are first read.

20

### Annual Meeting

The term *annual meeting* is used in two senses.

25

Certain types of societies may hold only one business meeting of the general membership each year, perhaps leaving the management of the organization's affairs in the meantime to a board. Such a meeting is then the annual meeting of the society.

30

In local organizations that hold regular business meetings throughout the year, however, the bylaws may provide that one of these regular meetings held at a specified time each year shall be known as the annual meeting. The only difference between this kind of annual meeting and the other

35 regular meetings is that the annual reports of officers and

35

1 name is called by the secretary, and the delegation votes individually. When all delegates have voted, the secretary announces the totals for the delegation, which are recorded.

*Electronic Roll-Call Vote Installation.* Various forms of  
5 electronic devices have become available to take the place of a roll-call vote. Any deliberative body can use such a system with appropriate adjustments to conform as closely as possible with the rules given above for roll-call voting procedure.  
10 When used, there is usually a presumption of technical, mechanical accuracy of the electronic system if properly used by the members. Changes of votes after the result has been announced by the chair on the allegation of machine error are not entertained. On the same grounds, a recapitulation (the secretary reading the names of those voting "aye" or "no")  
15 is not permitted. Where electronic voting is used, it should be noted that, if it is impossible to erect a display board in the hall, members of the same delegation will not be able to ascertain how other members of the delegation vote. Also, steps must be taken to prevent members from being able to  
20 vote more than once by using a neighbor's keypad, or a member lending his keypad to a friend so that the friend can vote for him in his absence by "proxy."

**INTERRUPTION OF VOTES.** Interruptions during  
25 the taking of a vote are permitted only before any member has actually voted, unless, as sometimes occurs in ballot voting, other business is being transacted during voting or tabulating. For points of order regarding the conduct of a vote, see pp. 243-44.

**ABSENTEE VOTING.** It is a fundamental principle of  
30 parliamentary law that the right to vote is limited to the members of an organization who are actually present at the time the vote is taken in a legal meeting, although it should be noted that a member need not be present when the ques-

tion is put. Exceptions to this rule must be expressly stated in the bylaws. Such possible exceptions include: (a) voting by postal or electronic mail, or facsimile transmission (fax), and (b) proxy voting. An organization should never adopt a  
5 bylaw permitting a question to be decided by a voting procedure in which the votes of persons who attend a meeting are counted together with ballots mailed in by absentees. The votes of those present could be affected by debate, by amendments, and perhaps by the need for repeated balloting, while those absent would be unable to adjust their votes to  
10 reflect these factors. Consequently, the absentee ballots would in most cases be on a somewhat different question than that on which those present were voting, leading to confusion, unfairness, and inaccuracy in determining the result. If there is a possibility of any uncertainty about who will  
15 be entitled to vote, this should be spelled out unambiguously and strictly enforced to avoid unfairness in close votes.

**A VOTE BY MAIL.** A vote by mail, when authorized in the bylaws, is generally reserved for important issues,  
20 such as an amendment to the bylaws or an election of officers—on which a full vote of the membership is desirable even though only a small fraction of the members normally attend meetings. Situations of this kind frequently occur in scientific societies or in alumni associations whose members  
25 may be in many countries.

For a vote by mail—so that there may be no question of the result in the event that the vote is close—it is important that the mailing list used should exactly correspond to the current official roll of voting members. For this purpose,  
30 the secretary should furnish to the chairman of tellers or other official in charge of issuing the ballots a list of the names and mailing addresses of record of all persons legally entitled to vote, which the secretary should certify as corrected to the date as of which the ballots are issued.  
35



## BOARDS AND COMMITTEES

## 1 §49. BOARDS

5- The essential characteristics of a *board* are stated on pages 8-9. All of the material under the heading "Types of Deliberative Assembly" on pages 5-9 should be read in connection with this section.

10 The authority by which a board is constituted commonly prescribes the times at which it shall hold regular meetings, and the procedure by which special meetings of the board can be called; or the board can establish such provisions to the extent that it has the authority to adopt its own rules (see p. 469).

## 15 The Executive Board of an Organized Society

20 Except in the simplest and smallest local societies, or those holding very frequent regular meetings, it is generally found advisable to provide in the bylaws for a board to be empowered to act for the society when necessary between its regular meetings, and in some cases to have complete control over certain phases of the society's business. Such a

board is usually known as the *executive board*, or—in organizations where there is an executive committee within and subordinate to the board as described below—the *board of directors*, *board of managers*, or *board of trustees*. Any such body is referred to in this book as an executive board, however—regardless of whether there is an executive committee—in cases where the distinction is immaterial. 1 5

If a society is to have an executive board, the bylaws should specify the number of board members and how they are to be determined, should define the board's duties and powers, and should make provision for meetings of the board as stated above. An executive board commonly consists of the society's officers (47) who also have duties apart from the board, together with a number of directors, managers, or trustees who may or may not have other duties such as the chairmanship of important standing committees (50), but who usually should be classed as officers of the society, and who are elected in the same way and at the same time as its other officers. (See sample bylaws, Art. IV, Sec. 1, and Art. VI, Sec. 1, pp. 566-68.) Frequently it is provided that a specified percentage of the directors shall be chosen periodically in such a way that their terms of office overlap those of the others—as when, for example, there are six directors and it is provided that two shall be elected at each annual meeting for three-year terms. 10 15 20 25

A society has no executive board, nor can its officers act as a board, except as the bylaws may provide; and when so established, the board has only such power as is delegated to it by the bylaws or by vote of the society's assembly referring individual matters to it. The amount of regular power delegated to an executive board under the bylaws varies considerably from one organization to another. If the society as a whole meets less often than within quarterly time intervals (p. 88), or if its main purpose is other than to transact business, the entire administrative authority of the society is 30 35



- 1 best left to the board between the society's meetings. Usually in organizations meeting monthly or oftener, and sometimes in those meeting quarterly, the board is not given so much power, since the society can attend to much of its
- 5 business at its regular meetings. (For appropriate wordings for the governing provision in the bylaws in each of these two cases, see pp. 560, 568.) In any event, no action of the board can conflict with any action taken by the assembly of the society; and except in matters placed by the bylaws ex-
- 10 clusively under the control of the board, the society's assembly can give the board instructions which it must carry out, and can countermand any action of the board if it is not too late (as it would be, for example, when a contract has already been made). It should be noted, however, that exactly
- 15 the opposite condition prevails in connection with boards of business corporations, in which the board has exclusive power and authority to operate the business.

### Ex-Officio Board Members

- 20 Frequently boards include ex-officio members—that is, persons who are members of the board by virtue of an office or committee chairmanship held in the society, or in the parent state or national society or federation or some allied
- 25 group; or—sometimes in boards outside of organized societies—by virtue of a public office. In the executive board of a society, if the ex-officio member of the board is under the authority of the society (that is, if he is a member, officer, or employee of the society), there is no distinction between
- 30 him and the other board members. If the ex-officio member is not under the authority of the society, he has all the privileges of board membership, including the right to make motions and to vote, but none of the obligations—just as in a case, for example, where the governor of a state is ex offi-
- 35 cio a trustee of a private academy. The latter class of ex-offi-

cio board member, who has no obligation to participate, should not be counted in determining the number required for a quorum or whether a quorum is present at a meeting. Whenever an ex-officio board member is also ex officio an officer of the board, he of course has the obligation to serve as a regular working member. 1 5

When an ex-officio member of a board ceases to hold the office that entitles him to such membership, his membership on the board terminates automatically.

Concerning ex-officio members of committees, including the president, see page 480. 10

### Officers of Boards

A board that is not an instrumentality of a parent assembly or membership body is organized as any deliberative assembly, with a chairman\* or president, a secretary, and other officers as may be needed. In general, such a board elects its own officers if the authority under which the board is constituted makes no other provision as to how the officers are to be determined. A board that is to elect its officers should meet for this purpose as soon as possible after the selection of its members (see also p. 471). In most ordinary societies having executive boards, on the other hand, it is customary for the president and the secretary of the society to serve in the same capacity within the board even if the bylaws are silent on the subject. If any other arrangement is desired, it should be specified in the bylaws. 15 20 25

### Bodies Subordinate to a Board

As a general principle, a board cannot delegate its authority—that is, it cannot empower a subordinate group to 30

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\*See page 22 regarding variations of this term that have come into use.

- 1 act independently in its name—except as may be authorized  
by the bylaws (of the *society*) or other instrument under  
which the board is constituted; but any board can appoint  
committees to work under its supervision or according to  
5 its specific instructions. Such committees *of the board* always  
report *to the board*.

- EXECUTIVE COMMITTEE. In a society where the  
board is large or its members must travel from a distance to  
10 meet, it is usual for the bylaws to establish an *executive com-  
mittee* composed of a specified number of board members,  
which shall have all or much of the power of the board be-  
tween meetings (just as the board has all the power of the  
society between the society's meetings), but which cannot  
15 modify any action taken by the board (just as the board can-  
not modify any action taken by the society). The executive  
committee is thus in reality a "board within a board." Usu-  
ally the membership of the executive committee is specified  
in the bylaws, rather than being left to the choice of the full  
20 board. The executive committee should be small and its  
members should, if possible, live near enough to each other  
to be able to hold frequent regular meetings, and emer-  
gency meetings when necessary. The executive secretary, if  
there is one, should work closely with the executive com-  
25 mittee, but should be appointed by the parent body or at  
least by the board. A board cannot appoint an executive  
committee unless the bylaws so authorize.

- COMMITTEES OF A BOARD. Where an organiza-  
30 tion is local—for example, a society for sustaining a foster  
home for children—the executive board usually divides it-  
self into committees having charge of different branches of  
the work during the interval between the monthly or quar-  
terly meetings of the board. At the board meetings these  
35 committees report on the fulfillment of their assigned re-

sponsibilities. In such cases the committees are genuinely  
subordinate to the board and must ordinarily report back to  
it for authority to act (in contrast to an executive commit-  
tee, which usually has power to act as the board, and in con-  
5 trast to standing committees of the *society*, which are not  
subordinate to the board unless made so by a provision in  
the bylaws). Any board can appoint committees of the kind  
just described without authorization in the bylaws.

### Conduct of Business in Boards 10

GENERAL PROCEDURE. In an organized society  
the board operates under the bylaws, the parliamentary au-  
thority, and any applicable special rules of order or standing  
rules of the society, except as the bylaws may authorize the  
15 board to adopt its own rules (see 2, 56). A board that is not  
a part of a society can adopt its own rules, provided that  
they do not conflict with anything in the legal instrument  
under which the board is constituted.

Under the general parliamentary law, business is trans-  
acted in large boards according to the same rules of proce-  
dure as in other deliberative assemblies. In smaller boards,  
these rules apply as far as practicable, with the exceptions  
noted below. In any case, a board can transact business only  
25 in a regular or properly called meeting or at an adjournment  
thereof (9), of which every board member has been noti-  
fied and at which a quorum (a majority of the total mem-  
bership unless otherwise specified in the bylaws or  
established by the constituting power) is present. The per-  
sonal approval of a proposed action obtained separately by  
30 telephone or individual interview, even from every member  
of a board, is not the approval of the board, since the mem-  
bers were not present in one room where they could mutu-  
ally debate the matter. If action on such a basis is necessary  
in an emergency, it must be ratified (pp. 118–20) at the next 35

1 regular board meeting in order to become an official act of the board.

A record of the board's proceedings should be kept by the secretary, just as in any other assembly; these minutes are accessible only to the members of the board unless the board grants permission to a member of the society to inspect them, or unless the society by a two-thirds vote (or the vote of a majority of the total membership, or a majority vote if previous notice is given) orders the board's minutes to be produced and read to the society's assembly.

At regular board meetings the executive committee, if there is one, should be required to make a report of its activities since the last board meeting. No action need be taken on this report, which is generally intended as information only.

PROCEDURE IN SMALL BOARDS. In a board meeting where there are not more than about a dozen members present, some of the formality that is necessary in a large assembly would hinder business. The rules governing such meetings are different from the rules that hold in other assemblies, in the following respects:

- Members are not required to obtain the floor before making motions or speaking, which they can do while seated.
- Motions need not be seconded.
- There is no limit to the number of times a member can speak to a question, and motions to close or limit debate (15, 16) generally should not be entertained.
- Informal discussion of a subject is permitted while no motion is pending.
- Sometimes, when a proposal is perfectly clear to all present, a vote can be taken without a motion's having been introduced. Unless agreed to by unanimous consent,

however, all proposed actions of a board must be approved by vote under the same rules as in other assemblies, except that a vote can be taken initially by a show of hands, which is often a better method in such meetings.

- The chairman need not rise while putting questions to vote.
- The chairman can speak in discussion without rising or leaving the chair; and, subject to rule or custom within the particular board (which should be uniformly followed regardless of how many members are present), he usually can make motions and usually votes on all questions.

EFFECT OF PERIODIC PARTIAL CHANGE IN BOARD MEMBERSHIP. In cases where a board is constituted so that a specified portion of its membership is chosen periodically (as, for example, where one third of the board is elected annually for three-year terms), it becomes, in effect, a new board each time such a group assumes board membership. Consequently, all unfinished business existing when the outgoing portion of the board vacates membership falls to the ground under provision (c) on page 229; and if the board is one that elects its own officers or appoints standing committees, it chooses new officers and committees as soon as the new board members have taken up their duties, just as if the entire board membership had changed. The individual replacement of persons who may occasionally vacate board membership at other times, however, does not have these effects.

## §50. COMMITTEES

A committee, as understood in parliamentary law, is a body of one or more persons, elected or appointed by (or by direction of) an assembly or society, to consider, investigate, or take action on certain matters or subjects, or to do

- 1 a trial. In organizations where disciplinary matters may arise  
with some frequency, the system of having a Committee on  
Discipline has the advantages of not unduly inconveniencing  
the society, and of promoting the avoidance of scandal  
5 and the settlement of disciplinary problems without an actual trial.

### Remedies Against Misconduct or Dereliction of Duty in Office

10

- If the chair at a meeting ignores a motion apparently made and seconded in good faith, and neither states the question on the motion nor rules it out of order, the maker of the motion should raise a *Point of Order* (23) covering  
15 the case, and from the chair's decision he can *Appeal* (24). If the chair also ignores the point of order, the member can repeat the motion; and if it is seconded and the chair still ignores it, the maker of the motion can himself put it to a vote standing in his place. If the regular presiding officer of  
20 an organized society culpably fails to perform the duties of the chair properly in a meeting, a motion can also be made to censure him, which can be put to a vote by the maker of the motion as just explained, if necessary (see also p. 436). If the offending occupant of the chair is not the regular pre-  
25 siding officer of a society, a motion can be made to "declare the chair vacant and proceed to elect a new chairman." Such a motion is a question of privilege affecting the assembly (19).

- Except as the bylaws may provide otherwise, any regu-  
30 larly elected officer of a permanent society can be deposed from office for cause—that is, misconduct or neglect of duty in office—as follows:

- If the bylaws provide that officers shall serve "for \_\_\_\_  
35 years *or* until their successors are elected," the election

- of the officer in question can be rescinded and a successor can thereafter be elected for the remainder of the term. The vote required for removing the offender from office in such a case is the same as for any other motion to *Rescind* (35).  
5  
• If, however, the bylaws provide that officers shall serve *only* a fixed term, such as "for two years" (which is not a recommended wording; see p. 557), or if they provide that officers shall serve "for \_\_\_\_ years *and* until their successors are elected," an officer can be deposed from office only by following the procedures for dealing with  
10 offenses by members outside a meeting; that is, an investigating committee must be appointed, it must prefer charges, and a formal trial must be held.